Exhibit F

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October 6, 1995

VIA FACSIMILE
(305) 292-8227

Diane Tolbert Covan
Acting City Attorney
City of Key West
604 Simonton Street
Key West, Florida 33040

Re: Flipper's Sea School Property - Dr. Richard Walker

Dear Ms. Covan:

This letter/fax is to confirm our telephone conference of October 5th, 1995 which concerned your October 2nd, 1995 letter on use, parking requirements, etc. for the property purchased from the City by Dr. Walker.

Your October 2nd, 1995 letter directly addressed the use of the largest structure on the property. The Appraisal purchased by the City and subject to the September 12th, 1994 letter to the City Manager, described the subject property as consisting of two (2) structures. The large structure . . . "was built as a 205 seat restaurant/lounge with an estimated 5,938 sq.ft. at the first level, plus 3,127 sq.ft. at the second level for a gross building area of 9,065 sq.ft. An additional building, located within the boardwalk, just southeasterly from the subject [large] building was built in 1987 and utilized at a 99 seat raw bar/restaurant. This wood frame structure contains an estimated 2,608 sq.ft. of gross building area." [Quote from 9/12/95 Appraisal]

When I called you on October 5th (after receipt of your letter of November 2nd), you confirmed that your legal opinion, on behalf of the City, was that if the use of the large building (restaurant and lounge) and the small building (raw bar and restaurant) was a less intensive use of the buildings than the previous uses, there would be no parking requirements beyond the parking that currently exists on the subject property. You also confirmed that your October 2nd,

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1995 letter was meant to confirm that Dr. Walker could use the large building for professional offices and up to three (3) residential units and could use the small building for professional offices and up to three (3) residential units.

Finally, you advised me that you have already spoken with City (Building Department) staff on the need to expedite the appropriate permits for the construction (inside the footprint of the present buildings) for the professional offices and/or residential units.

If this letter/fax confirms our understanding, please sign in the space provided below and fax it back to me. Dr. Walker is on a very tight time-line for the purposes of moving out of his present offices and moving into the ones that must be completed on the subject property.

Respectfully yours,

DAVID PAUL HORAN
For the Firm

DPH:krh

This letter/fax confirms the matters contained herein.
Dated this ___ day of October, 1995.

BY _____
DIANE TOLBERT COVAN
Acting City Attorney